

CHAPMAN AND CUTLER

Theodore S. Chapman
1877-1943
Henry E. Cutler
1879-1959

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April 14, 1999

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Salt Lake City, Utah 84144
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Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W. Room 704
Washington, DC 20423-0001

RECORDATION NO. 21188-G, H, I FILED

APR 14 '99

11-45AM

Re: The Burlington Northern and Santa Fe Railway Company
Leveraged Lease Financing of Locomotives
BNSF 1998-A

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of each of the three documents described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The documents are as follows:

G → (1) Termination of Lease Agreement (BNSF 1998-A), dated as of April 15, 1999, between JL Aurora Lease Co., Ltd., as lessor (the "*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, as lessee (the "*Lessee*");

I → (2) Termination of Dollar Account Pledge Agreement (BNSF 1998-A), dated as of April 15, 1999, between JL Aurora Lease Co., Ltd., as borrower (the "*Borrower*"), and Export Development Corporation, as agent (the "*Agent*"); and

A → (3) Release of Security Interest (BNSF 1998-A), dated as of April 15, 1999, of First Security Bank, National Association, as security trustee (the "*Security Trustee*").

The names and addresses of the parties to the enclosed documents are as follows:

G → TERMINATION OF LEASE AGREEMENT

Lessee: The Burlington Northern and Santa Fe Railway Company
2650 Lou Menk Drive
Second Floor
Fort Worth, Texas 76131-2830

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Lessor: JL Aurora Lease Co., Ltd.
Ginza I-Tower Building
9-4 Ginza 2-chome
Chiyoda-ku, Tokyo 104
Japan
Attention: Aircraft Business Department

I → TERMINATION OF DOLLAR ACCOUNT PLEDGE AGREEMENT

Borrower: JL Aurora Lease Co., Ltd.
Ginza I-Tower Building
9-4 Ginza 2-chome
Chiyoda-ku, Tokyo 104
Japan
Attention: Aircraft Business Department

Agent: Export Development Corporation
151 O'Connor
Ottawa, Canada K1A 1K3
Attention: Loan Operations

A → RELEASE OF SECURITY INTEREST

Security Trustee: First Security Bank, National Association
79 South Main Street
Salt Lake City, Utah 84111

The description of the equipment covered as of the date hereof by the aforesaid Termination of Lease Agreement and Release of Security Interest is as set forth on Exhibit A hereto.

A fee of seventy-eight dollars (\$78.00) is enclosed. Please time and date stamp the enclosed copy of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents and this letter not needed by the Board for recordation to:

Karl T. Williams, Esq.
Chapman and Cutler
111 West Monroe
Chicago, Illinois 60603

A short summary of each of the documents to appear in the index follows:

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G → (1) TERMINATION OF LEASE AGREEMENT:

Termination of Lease Agreement (BNSF 1998-A) between JL Aurora Lease Co., Ltd., as Lessor, Ginza I-Tower Building, 9-4 Ginza 2-chome, Chiyoda-ku, Tokyo 104, Japan and The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Second Floor, Fort Worth, Texas 76131-2830, dated as of April 15, 1999, covering locomotives bearing the reporting marks listed in the exhibit attached thereto.

I → (2) TERMINATION OF DOLLAR ACCOUNT PLEDGE AGREEMENT:

Termination of Dollar Account Pledge Agreement (BNSF 1998-A) between JL Aurora Lease Co., Ltd., as Borrower, Ginza I-Tower Building, 9-4 Ginza 2-chome, Chiyoda-ku, Tokyo 104, Japan and Export Development Corporation, as Agent, 151 O'Connor, Ottawa, Canada K1A 1K3 First Security Bank, National Association, as Indenture Trustee, 79 South Main Street, Salt Lake City, Utah 84111, dated as of April 15, 1999.

H → (3) RELEASE OF SECURITY INTEREST:

Release of Security Interest (BNSF 1998-A) of First Security Bank, National Association, as Security Trustee, 79 South Main Street, Salt Lake City, Utah 84111, dated as of April 15, 1999, covering locomotives bearing the reporting marks listed in the exhibit attached thereto.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams
Karl T. Williams

KTW/b
Enclosures

CHAPMAN AND CUTLER

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
General Electric Company Dash 9-44CW Diesel Electric Locomotives	25	BNSF 4720 through BNSF 4744, inclusive

TERMINATION OF LEASE AGREEMENT

APR 14 '99

11-45 AM

THIS TERMINATION OF LEASE AGREEMENT is made and entered into as of April 15, 1999, by and between JL Aurora Lease Co., Ltd. ("*Lessor*") and The Burlington Northern and Santa Fe Railway Company ("*Lessee*").

1. Lessor has heretofore leased to Lessee certain locomotives described below pursuant to the Lease Agreement (BNSF 1998-A), dated January 9, 1998, as supplemented, a Memorandum of which was duly recorded with the Surface Transportation Board on January 28, 1998 at 11:25 a.m. under Recordation Number 21188.

2. Lessor has heretofore granted the Lessee a security interest in certain locomotives described below pursuant to the Lessor Security Agreement (BNSF 1998-A), dated January 9, 1998, a Memorandum of which was duly recorded with the Surface Transportation Board on January 28, 1998 at 11:30 a.m. under Recordation Number 21188-E.

3. The Lease and Lessor Security Agreement are terminated effective as of the date hereof with respect to the following locomotives:

<u>Number of Units</u>	<u>Description</u>	<u>Road Numbers</u>
25	General Electric Company Dash 9-44 CW Diesel Electric Locomotives	BNSF 4720 through BNSF 4744, inclusive

4. This Termination shall not impair nor terminate the rights and obligations of the parties under the Lease or Lessor Security Agreement which expressly survive their termination.

JL AURORA LEASE CO., LTD.

By: James F. Hayden
Title: Attorney in Fact

THE BURLINGTON NORTHERN AND SANTA FE
RAILWAY COMPANY

By: _____
Title: _____

JL AURORA LEASE CO., LTD.

By: _____
Title: _____

THE BURLINGTON NORTHERN AND SANTA FE
RAILWAY COMPANY

By: *Paul J. [Signature]*
Title: *Assistant Vice President - Finance*
and Assistant Treasurer

County of New York)
) SS
State of New York)

On this 12th day of April, 1999, before me personally appeared James F. Hayden, to me personally known, who being by me duly sworn, says that (s)he is a attorney-in-fact, of JL AURORA LEASE CO., LTD., and that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kenneth A. Raskin
NOTARY PUBLIC

(Notarial Seal)

My Commission expires:

September 30, 1999

KENNETH A. RASKIN
Notary Public, State of New York
(No. 601069716)
Qualified in Westchester County
Certificate Filed in New York County
Commission Expires Sept. 30, 1999

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 12TH day of APRIL, 1999, before me personally appeared Paul J. Weyandt, to me personally known, who being by me duly sworn, says that he is a Assistant Vice President-Finance and Assistant Treasurer _____, of The Burlington Northern and Santa Fe Railway Company, and that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



(Notarial Seal)

Dorothy V. Schaetzle
NOTARY PUBLIC

My Commission expires:

11/20/00